

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTIETH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
OCTOBER 1, 2019 THROUGH OCTOBER 31, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2019 through October 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$1,468.80
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$1,468.80

This is a: X monthly ___ interim ___ final application

This is O&B's thirtieth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for October 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On March 4th, 2020 sent to:

Counsel for the Oversight Board:

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Counsel for AAFAF:

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**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
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**Counsel for the Official Committee of Retired
Employees:**

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Jenner & Block LLP
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
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Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
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Francisco Parés-Alicea, Assistant Secretary of Internal
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Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period October 1 through October 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	1.00	\$ 305.00
José R. Cacho	Member	Litigation	\$ 340.00	0.90	\$ 306.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	1.30	\$ 273.00
Ivette Rodríguez	Associate	Corporate	\$ 170.00	4.40	\$ 748.00
	Totals			7.60	\$ 1,632.00
	Less: 10% Courtesy discount				\$ (163.20)
SUMMARY OF LEGAL FEES					\$ 1,468.80
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period October 1 through October 30, 2019</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period October 1 through October 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	4.70	\$ 850.00
210	Analysis and Strategy	0.60	\$ 204.00
215	Plan of Adjustment and Disclosure Statem	1.30	\$ 273.00
222	Claims and Claims Objections	1.00	\$ 305.00
			\$ 1,632.00
	Less: 10% Courtesy Discount		\$ (163.20)
	TOTALS	7.60	\$ 1,468.80

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,321.92, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$1,321.92.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

November 5, 2019

Bill #: 361873

Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2019:

Client.Matter: P1703 - 0**RE: GENERAL**

Total Professional Services	\$ 1,632.00
Less Discount	<u>\$ -163.20</u>
Net Professional Services	\$ 1,468.80
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 1,468.80

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/09/19	HDB	222	Review e-mail from J. Greenburg regarding additional omnibus claim objections.	.20	305.00	61.00
10/17/19	IRH	202	Meet with J. Cacho to discuss issue of whether PR status permit conversion of gross pledge on net pledge. (.30) Legal research regarding the Puerto Rico Highways and Transportation Authority's power to pledge revenues. (.50)	.80	170.00	136.00
10/18/19	IRH	202	Analysis of the Puerto Rico Highways and Transportation enabling act in preparation for legal research regarding pledging of revenues.	3.60	170.00	612.00
10/22/19	JRC	210	Discuss with I. Rodriguez issue of whether PR statutes permit conversion of gross pledge on net pledge (.30). Review HTA statute regarding same (.30).	.60	340.00	204.00
10/23/19	HDB	222	Revise and sign off to file the Seventy-Fifth Omnibus (Substantive) Objection of the Puerto Rico Highways and Transportation Authority to Claims Asserting Amounts for which the Puerto Rico Highways and Transportation Authority Is Not Liable. (.20) Revise draft Seventy-Sixth Omnibus (Substantive) Objection of the Puerto Rico Highways and Transportation Authority to Duplicate Claims Asserting Amounts for which the Puerto Rico Highways and Transportation Authority Are Not Liable (.30).	.50	305.00	152.50

O'Neill & Borges LLC

Bill #: 361873

November 5, 2019

10/23/19	HDB	222	Revise draft and sign-of to file Eighty-Fourth Omnibus Objection (Non-Substantive) of the Commonwealth of Puerto Rico, the Puerto Rico Highways and Transportation Authority, and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Deficient Claims, and supporting documents.	.30	305.00	91.50
10/30/19	JRC	202	Note to H. Bauer regarding preliminary findings of research regarding conversion of gross pledges to net pledges under PR law.	.30	340.00	102.00
10/30/19	ETF	215	Respond to McKinsey questions regarding HTA BIT and flow of 68s revenues.	.40	210.00	84.00
10/30/19	ETF	215	Lunch meeting with McKinsey regarding transition from E. Roberts to J. Ivers and HTA BIT.	.90	210.00	189.00

TOTAL PROFESSIONAL SERVICES \$ 1,632.00

Less Discount \$ -163.20

NET PROFESSIONAL SERVICES: \$ 1,468.80

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	.90	340.00	306.00
HERMANN BAUER	1.00	305.00	305.00
EMILIANO TRIGO FRITZ	1.30	210.00	273.00
IVETTE RODRIGUEZ	4.40	170.00	748.00
Total	7.60		\$ 1,632.00

TOTAL THIS INVOICE

\$ 1,468.80

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTY-FIRST MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
NOVEMBER 1, 2019 THROUGH NOVEMBER 30, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2019 through November 30, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$3,996.00
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$3,996.00

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-first monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for November 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On March 4th, 2020 sent to:

Counsel for the Oversight Board:

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Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

**Counsel for the Official Committee of Unsecured
Creditors:**

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**Counsel for the Official Committee of Retired
Employees:**

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Francisco Parés-Alicea, Assistant Secretary of Internal
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Francisco Pena Montanez, CPA, Assistant Secretary of
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Counsel for the Fee Examiner:

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Godfrey & Kahn, S.C.
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Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period November 1 through November 30, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	0.50	\$ 152.50
Ubaldo M. Fernandez	Jr. Member	Litigation	\$ 220.00	0.70	\$ 154.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	6.40	\$ 1,344.00
Daniela L. Alvarez	Associate	Litigation	\$ 175.00	4.50	\$ 787.50
David M. Magraner	Associate	Corporate	\$ 170.00	8.40	\$ 1,428.00
Camille Marrero	Associate	Litigation	\$ 175.00	1.80	\$ 315.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	1.40	\$ 259.00
	Totals			23.70	\$ 4,440.00
	Less: 10% Courtesy discount				\$ (444.00)
SUMMARY OF LEGAL FEES					\$ 3,996.00
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period November 1 through November 30, 2019</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period November 1 through November 30, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	0.60	126.00
206	Documents Filed on Behalf of the Board	1.40	\$ 259.00
210	Analysis and Strategy	0.20	\$ 61.00
215	Plan of Adjustment and Disclosure Statem	20.50	\$ 3,748.50
222	Claims and Claims Objections	0.30	\$ 91.50
224	Fee Applications - O&B	0.70	\$ 154.00
			\$ 4,440.00
	Less: 10% Courtesy Discount		\$ (444.00)
	TOTALS	23.70	\$ 3,996.00

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$3,596.40, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$3,596.40.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

IN ACCOUNT WITH

250 CAYE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

December 4, 2019
Bill #: 363848
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending November 30, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 4,440.00
Less Discount	<u>\$ -444.00</u>
Net Professional Services	\$ 3,996.00
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 3,996.00

IN ACCOUNT WITH

250 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/01/19	UMF	224	Draft twenty-eighth monthly application for compensation for O&B in the Title III case of HTA.	.30	220.00	66.00
11/04/19	ETF	215	Email EY regarding HTA accounts.	.10	210.00	21.00
11/05/19	ETF	215	Review comments regarding acct 2473 (.10). Edit comments regarding acct 7726 (.10). Review comments regarding acct 6411 (.10). Review comments regarding acct 5116 (.10). Review comments regarding acct 2489 (.10).	.50	210.00	105.00
11/05/19	CIM	215	Analyze restriction documents for Highway and Transportation Authority account no. XXXXXXXX2473.	1.50	175.00	262.50
11/05/19	CIM	215	Revise comments regarding restriction status of funds in Highway and Transportation Authority account no. XXXXXXXX2473.	.30	175.00	52.50
11/05/19	DLA	215	Reviewed Highways and Transportation Authority bank accounts looking for documentary evidence of federal funding.	.60	175.00	105.00
11/05/19	DLA	215	Revise I. Rodriguez comments on Relativity to include more information regarding the lack of federal funding information for the Puerto Rico Highway Transportation Authority bank accounts.	.30	175.00	52.50
11/05/19	DLA	215	Search for documentary evidence of federal funding for the Puerto Rico Highway Transportation Authority in its bank accounts and financial documents (.40). Continued revision of I. Rodriguez comments on the Puerto Rico Highway Transportation Authority on Relativity regarding the agency's source of funding (.10).	.50	175.00	87.50

Bill #: 363848

December 4, 2019

11/06/19	DMM	215	Review HTA Account #2489 concerning linked account appropriations with the Treasury Department. (.30) General Fund Appropriations and Government Transfers to restricted designated accounts: Santander #7726 (Abriendo Caminos Project), BPPR #0303 (Toll Collections). (.50)	.80	170.00	136.00
11/06/19	DLA	215	Research Article 1209 of the PR Civil Code and Puerto Rico Supreme Court cases on Actos Propios in support of co-counsel's motion to dismiss.	1.20	175.00	210.00
11/06/19	DLA	215	Continued research Article 1209 of the PR Civil Code and Puerto Rico Supreme Court cases on Actos Propios in support of co-counsel's motion to dismiss.	1.40	175.00	245.00
11/06/19	DLA	215	Continued research of Article 1209 of the PR Civil Code and Puerto Rico Supreme Court cases on Actos Propios in support of co-counsel's motion to dismiss.	.50	175.00	87.50
11/07/19	DMM	215	Review HTA documents and financial statements concerning fund transfers to various restricted accounts.	1.40	170.00	238.00
11/07/19	DMM	215	Prepare brief summary of findings concerning HTA account 2489.	.60	170.00	102.00
11/08/19	DMM	215	Review of HTA Account #2489 (.70) and HTA Account #9487 (.70) concerning the inflow and outflow of the assigned funds.	1.40	170.00	238.00
11/08/19	DMM	215	Review of HTA Account #0303 concerning toll revenue and fines recovered by the operating business. (.40) Review the variable balance in the operating account of HTA #2489. (.50)	.90	170.00	153.00
11/08/19	DMM	215	Review of Santander Account #2473 (.30) and Santander Account # 7726 for financial statement analysis. (.30)	.60	170.00	102.00
11/11/19	DMM	215	Research Master database concerning inflow and outflow of funds assigned to account #2489 (.40) of HTA and its transfer to the main operating account #9874. (.70)	1.10	170.00	187.00

Bill #: 363848

December 4, 2019

11/11/19	DMM	215	Review of Joint Resolutions passed and approved in October 2019 pursuant and in compliance to Sect. 204 of the PROMESA Act. (.60) Joint Resolutions reviewed: JR 105; (.10) JR 106; (.10) JR 107; (.10) JR 108; (.10) JR 109; (.10) JR 110; (.10) JR 111; (.10) JR 112; (.10) JR 113 (.10) and JR 114. (.10)	1.60	170.00	272.00
11/12/19	UMF	224	Draft twenty-ninth monthly fee application for compensation of O&B for the month of September 2019 in the Title III case of HTA.	.40	220.00	88.00
11/15/19	GMR	206	Analyze the Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board of Puerto Rico as Representative of the Puerto Rico Highways and Transportation Authority from June 1, 2019 through September 30, 2019 in anticipation to its filing.	.40	185.00	74.00
11/15/19	GMR	206	File the Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board of Puerto Rico as Representative of the Puerto Rico Highways and Transportation Authority from June 1, 2019 through September 30, 2019 in Case No. 17-3567 at Docket No. 649.	.20	185.00	37.00
11/15/19	GMR	206	Analyze the Notice of Filing of Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways and Transportation Authority for the Period from June 1, 2019 through September 30, 2019 in anticipation to its filing.	.30	185.00	55.50

Bill #: 363848

December 4, 2019

11/15/19	GMR	206	File the Notice of Filing of Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Highways and Transportation Authority for the Period from June 1, 2019 through September 30, 2019 in Case No. 17-3567 at Docket No. 650.	.20	185.00	37.00
11/15/19	GMR	206	Analyze the Notice of Filing of Fourth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Employee Retirement System of the Government of the Commonwealth of Puerto Rico for the Period from June 1, 2019 through September 30, 2019 in anticipation to its filing.	.30	185.00	55.50
11/25/19	HDB	222	Analyze Response to Debtor's Seventy-Fifth Omnibus Objection (Substantive) of the Puerto Rico Highways and Transportation Authority to Claims Asserting Amounts for which the Puerto Rico Highways and Transportation Authority is not Liable, filed by MGIC Indemnity Corporation.	.30	305.00	91.50
11/25/19	ETF	201	Respond to Proskauer (M. Palmer) questions regarding HTA clawback funds.	.60	210.00	126.00
11/26/19	HDB	210	Review E. Trigo's responses to questions by M. Palmer regarding moratorium act and use of clawback funds.	.20	305.00	61.00
11/26/19	ETF	215	Review McKinsey's questions regarding HTA's waterfall.	.20	210.00	42.00
11/26/19	ETF	215	Tel. conf. with McKinsey (R. Rivera and others) regarding HTA waterfall under different BIT scenarios.	.40	210.00	84.00
11/26/19	ETF	215	Review 68 bond resolution. (.70) Review 98 bond resolution regarding 68 construction fund. (1.60) Respond to McKinsey questions regarding same. (.30)	2.60	210.00	546.00
11/27/19	ETF	215	Review 98 Resolution provisions regarding subordinated bonds. Respond to McKinsey question regarding same.	2.00	210.00	420.00

Bill #: 363848

December 4, 2019

TOTAL PROFESSIONAL SERVICES	\$ 4,440.00
Less Discount	<u>\$ -444.00</u>
NET PROFESSIONAL SERVICES:	\$ 3,996.00

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.50	305.00	152.50
UBALDO M. FERNANDEZ BARRERA	.70	220.00	154.00
EMILIANO TRIGO FRITZ	6.40	210.00	1,344.00
GABRIEL MIRANDA RIVERA	1.40	185.00	259.00
MARRERO, CAMILLE I.	1.80	175.00	315.00
DAVID M. MAGRANER	8.40	170.00	1,428.00
DANIELA L. ALVAREZ	4.50	175.00	787.50
Total	23.70		\$ 4,440.00

TOTAL THIS INVOICE	\$ 3,996.00
---------------------------	--------------------

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTY-SECOND MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
DECEMBER 1, 2019 THROUGH DECEMBER 31, 2019**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2019 through December 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$2,629.80
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,629.80

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-second monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for December 2019.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 7th, 2020 sent to:

Counsel for the Oversight Board:

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Eleven Times Square
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Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
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Counsel for AAFAF:

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Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

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Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

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San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
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Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
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Omar E. Rodríguez-Pérez, CPA, Assistant
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Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
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angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

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San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period December 1 through December 31, 2019</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	1.00	\$ 305.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	4.60	\$ 966.00
David M. Magraner	Associate	Corporate	\$ 170.00	0.80	\$ 136.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.40	\$ 74.00
Ivette Rodriguez	Associate	Corporate	\$ 170.00	7.90	\$ 1,343.00
Milagros Marciano Baez	Paralegal	Litigation	\$ 140.00	0.70	\$ 98.00
	Totals			15.40	\$ 2,922.00
	Less: 10% Courtesy discount				\$ (292.20)
SUMMARY OF LEGAL FEES					\$ 2,629.80
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period December 1 through December 31, 2019</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period December 1 through December 31, 2019</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	2.10	441.00
202	Legal Research	7.90	1,343.00
206	Documents Filed on Behalf of the Board	0.40	\$ 74.00
207	Non- Board Court Filing	0.20	\$ 42.00
208	Stay Matters	0.20	\$ 61.00
209	Adversary Proceeding	0.30	\$ 91.50
210	Analysis and Strategy	0.30	\$ 91.50
215	Plan of Adjustment and Disclosure Statem	3.10	\$ 619.00
219	Docketing	0.70	\$ 98.00
222	Claims and Claims Objections	0.20	\$ 61.00
			\$ 2,922.00
	Less: 10% Courtesy Discount		\$ (292.20)
	TOTALS	15.40	\$ 2,629.80

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,366.82, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$2,366.82.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

January 8, 2020

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

2500 AVE. MUÑOZ RIVERA, SUITE 800

SAN JUAN, PR 00918-1813

TEL. (787) 764-8181

FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

January 8, 2020

Bill #: 371085

Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending December 31, 2019:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 2,742.50
Less Discount	<u>\$ -274.25</u>
Net Professional Services	\$ 2,468.25
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,468.25

IN ACCOUNT WITH

800 ZONE MURDOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/03/19	ETF	215	Respond to McKinsey questions regarding BIT scenario where the 68 bonds are unsecured.	.90	210.00	189.00
12/03/19	ETF	215	Respond to McKinsey question related to Commonwealth ability to exercise clawbacks and HTA BIT.	.20	210.00	42.00
12/04/19	HDB	222	Revise draft reply in support of objection by MGIC Indemnity Corporation to the Seventy-Fifth Omnibus Objection (Substantive) of the Puerto Rico Highways and Transportation Authority to Claims Asserting Amounts for which the Puerto Rico Highways and Transportation Authority Is Not Liable.	.20	305.00	61.00
12/04/19	ETF	215	Tel. conf. with McKinsey regarding HTA BIT and HTA's subordinated bonds.	.20	210.00	42.00
12/04/19	ETF	201	Email correspondence with Proskauer and EY regarding Hacienda acct 4014.	.30	210.00	63.00
12/05/19	ETF	201	Respond to S. Ma regarding HTA monoline policies.	.30	210.00	63.00
12/09/19	ETF	201	Tel. conf. with HTA, McKinsey and FOMB staff regarding Commonwealth appropriation for HTA regarding Abriendo Caminos 3.	.50	210.00	105.00
12/10/19	HDB	208	Respond to query regarding stay relief notice concerning José Colón López v. Desarrolladora J.A, Inc., y otros, núm. de caso D DP2014-0955.	.20	305.00	61.00
12/10/19	DMM	215	Research insurance policies for HTA Series N bonds and Series CC bonds under the FGIC, FSA and Ambac entities.	.80	170.00	136.00
12/11/19	ETF	201	Email EY regarding Judiciary Branch (.10). Respond to Judiciary Branch GC (.20).	.30	210.00	63.00

Bill #: 371085

January 8, 2020

12/12/19	ETF	201	Review EY's findings regarding HUD transfers to PHA accounts.	.10	210.00	21.00
12/16/19	ETF	201	Respond to Proskauer (P. Fishkind) regarding potential HTA statutory liens.	.20	210.00	42.00
12/16/19	ETF	215	Respond to McKinsey regarding Commonwealth transfers to HTA.	.20	210.00	42.00
12/16/19	IRH	202	Legal research for Civil Code dispositions on pledging of revenues.	1.20	170.00	204.00
12/17/19	HDB	210	Review analysis regarding Puerto Rico law concerning treatment of gross revenue pledge.	.30	305.00	91.50
12/17/19	ETF	201	Respond to Proskauer (P. Omorogbe) regarding subordination of gross pledge.	.40	210.00	84.00
12/17/19	ETF	215	Revise email to Proskauer regarding HTA accounts 5538, 5566 and 1811.	.20	210.00	42.00
12/18/19	ETF	215	Edit summary regarding HTA accounts according to accounts created under the 68 or 98 Resolutions.	.60	210.00	126.00
12/26/19	ETF	207	Review complaint by JF Construction against HTA filed in San Juan Court (.10). Respond to C. Garcia regarding same. (.10)	.20	210.00	42.00
12/26/19	IRH	202	Analysis of case law in preparation for draft of memorandum regarding constitution of trusts under Puerto Rico law.	1.80	170.00	306.00
12/28/19	IRH	202	Analysis of the Puerto Rico Trusts Act in preparation for memorandum regarding constitution of trusts under Puerto Rico law.	1.50	170.00	255.00
12/28/19	IRH	202	Draft memorandum regarding constitution of trusts under Puerto Rico law to include general theory of constitution of private trusts.	2.10	170.00	357.00
12/29/19	IRH	202	Edit memorandum regarding constitution of trusts under Puerto Rico law to include discussion on statutory trusts.	1.30	170.00	221.00
12/31/19	MMB	219	Docket court notice received by email dated December 19, 2019, regarding interim case management order dkt. 663 for revenue bonds - H. Bauer, U. Fernandez, D. Pérez.	.60	140.00	84.00

TOTAL PROFESSIONAL SERVICES

\$ 2,742.50

Bill #: 371085

January 8, 2020

Less Discount \$ -274.25

NET PROFESSIONAL SERVICES: \$ 2,468.25

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.70	305.00	213.50
EMILIANO TRIGO FRITZ	4.60	210.00	966.00
IVETTE RODRIGUEZ	7.90	170.00	1,343.00
DAVID M. MAGRANER	.80	170.00	136.00
MILAGROS MARCANO BAEZ	.60	140.00	84.00
Total	14.60		\$ 2,742.50

TOTAL THIS INVOICE \$ 2,468.25

O'NEILL & BORGES LLC

January 8, 2020

FOMB IN RE HTA TITLE III

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

2800 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

January 8, 2020
Bill #: 371170
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2019:

Client.Matter: P1703 - 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

Total Professional Services	\$ 179.50
Less Discount	<u>\$ -17.95</u>
Net Professional Services	\$ 161.55
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 161.55

IN ACCOUNT WITH

800 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 801

RE: 17-00151-LTS PEAJE INVESTMENT, LLC V. PR HTA ET AL-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/16/19	HDB	209	Revise and sign-off on Joint Status Report.	.30	305.00	91.50
12/16/19	GMR	206	Finalize the Joint Motion (Status Report) in anticipation to its filing.	.20	185.00	37.00
12/16/19	GMR	206	File the Joint Motion (Status Report).	.20	185.00	37.00
12/24/19	MMB	219	Docket court notice received by email dated December 16, 2019, regarding order dkt. 296 setting deadline to file joint status report - H. Bauer, U. Fernandez, D. Pérez.	.10	140.00	14.00

TOTAL PROFESSIONAL SERVICES	\$ 179.50
Less Discount	<u>\$ -17.95</u>
NET PROFESSIONAL SERVICES:	\$ 161.55

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	305.00	91.50
GABRIEL MIRANDA RIVERA	.40	185.00	74.00
MILAGROS MARCANO BAEZ	.10	140.00	14.00
Total	.80		\$ 179.50

TOTAL THIS INVOICE

\$ 161.55

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO THIRTY-THIRD MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
JANUARY 1, 2020 THROUGH JANUARY 31, 2020**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2020 through January 31, 2020
Amount of compensation sought as actual, reasonable and necessary:	\$7,977.15
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$7,977.15

This is a: X monthly ___ interim ___ final application

This is O&B's thirty-third monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for January 2020.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 7th, 2020 sent to:

Counsel for the Oversight Board:

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Eleven Times Square
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mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

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Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
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jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

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Hato Rey, PR 00918
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New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
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353 N. Clark Street
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PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period January 1 through January 31, 2020</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Herman D. Bauer	Member	Litigation	\$ 305.00	3.60	\$ 1,098.00
Emiliano Trigo Fritz	Jr. Member	Corporate	\$ 210.00	5.30	\$ 1,113.00
Christopher T. Rivera	Associate	Corporate	\$ 180.00	0.30	\$ 54.00
Gabriel Miranda Rivera	Associate	Litigation	\$ 185.00	0.20	\$ 37.00
Ivette Rodriguez	Associate	Corporate	\$ 170.00	17.70	\$ 3,009.00
Astrid E. Velez	Associate	Corporate	\$ 175.00	20.30	\$ 3,552.50
	Totals			47.40	\$ 8,863.50
	Less: 10% Courtesy discount				\$ (886.35)
SUMMARY OF LEGAL FEES					\$ 7,977.15
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period January 1 through January 31, 2020</u>					
Description - Expenses			Amounts		
	Totals				\$ -
SUMMARY OF DISBURSEMENTS					\$ -

<u>Summary of Legal Fees for the Period January 1 through January 31, 2020</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
201	Tasks Relating to the Board, its Members, its Staff, its Advisors or its Consultants	3.10	642.00
202	Legal Research	38.80	6,761.00
206	Documents Filed on Behalf of the Board	0.20	\$ 37.00
208	Stay Matters	1.50	\$ 457.50
209	Adversary Proceeding	1.80	\$ 549.00
210	Analysis and Strategy	0.50	\$ 124.00
215	Plan of Adjustment and Disclosure Statem	1.40	\$ 262.50
222	Claims and Claims Objections	0.10	\$ 30.50
			\$ 8,863.50
	Less: 10% Courtesy Discount		\$ (886.35)
	TOTALS	47.40	\$ 7,977.15

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$7,179.44, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$7,179.44.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

February 5, 2020

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

2800 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

February 5, 2020
Bill #: 371135
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2020:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 8,863.50
Less Discount	<u>\$ -886.35</u>
Net Professional Services	\$ 7,977.15
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 7,977.15

IN ACCOUNT WITH

800 ZAV. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/02/20	HDB	208	Review Stay Relief Motion filed by FDR 1,500 Corp.	.20	305.00	61.00
1/02/20	IRH	202	Continued draft of memorandum regarding constitution of trusts under Puerto Rico law to include discussion on prior Puerto Rico Civil Code articles that regulated the same.	2.20	170.00	374.00
1/02/20	IRH	202	Legal research for provisions promulgated by the Puerto Rico Highway Transportation Authority related to collection of funds for corporate purposes.	1.00	170.00	170.00
1/02/20	IRH	202	Continued draft of memorandum regarding constitution of trusts under Puerto Rico law to include section regarding trusts related to the Puerto Rico Government Development Bank.	1.40	170.00	238.00
1/02/20	IRH	202	Legal research on bonds issued by the Puerto Rico Highway Transportation Authority.	2.40	170.00	408.00
1/02/20	IRH	202	Legal research regarding types of trusts constituted under Puerto Rico law.	.90	170.00	153.00
1/02/20	IRH	202	Analysis of occupation tax provisions included in the Puerto Rico Convention Center District Authority enabling act.	1.20	170.00	204.00
1/02/20	AEV	202	Legal research on Puerto Rico law and jurisprudence regarding contract consideration requirement.	.60	175.00	105.00
1/03/20	IRH	202	Legal research regarding trustee duties related to express trusts under Puerto Rico law.	2.60	170.00	442.00
1/03/20	IRH	202	Final review of memorandum regarding constitution of trusts under Puerto Rico law for any necessary changes.	1.20	170.00	204.00

Bill #: 371135

February 5, 2020

1/05/20	ETF	201	Email exchanges with Proskauer regarding 2002 HTA issuance (.10). Email PMA regarding HTA's January 2002 issuance (.20).	.30	210.00	63.00
1/08/20	ETF	215	Respond to M. Zerjal regarding HTA account review.	.10	210.00	21.00
1/08/20	ETF	201	Review 2002 issuance documents provided by PMA (.30). Email PMA regarding same (.10).	.40	210.00	84.00
1/08/20	ETF	215	Review HTA Resolution No. 7736 (.20). Review HTA Executive Director Certificate dated April 3, 2002 (.10). Email PMA regarding same (.10).	.40	210.00	84.00
1/08/20	ETF	201	Review Summary of PRSC case law regarding consideration in a contract.	.50	210.00	105.00
1/08/20	AEV	202	Continued legal research on Puerto Rico jurisprudence regarding contract consideration as a requirement.	4.90	175.00	857.50
1/09/20	ETF	202	Review Rosario Rosado v Pagan Santiago (196 DPR 180) (.60). Review Sanchez Rodriguez v Lopez Jimenez (116 DR 172) (.40). Review Delgado v Rivera Severino (173 DPR 150) (.10).	1.10	210.00	231.00
1/09/20	ETF	201	Respond to E. Stevens regarding expansion of HTA security interest.	.40	210.00	84.00
1/09/20	AEV	202	Legal research on Puerto Rico case law discussion contract consideration.	1.10	175.00	192.50
1/09/20	AEV	202	Prepared template for contract consideration memorandum.	.50	175.00	87.50
1/10/20	ETF	201	Meet with C. Rivera regarding errors in the codification of the English version of 13 LPRA 31751.	.30	210.00	63.00
1/10/20	CTR	201	Meet with E. Trigo to discuss coordination errors included in clawback table listing certain legislation, including 13 LPRA 31751.	.30	180.00	54.00
1/10/20	AEV	202	Legal research on jurisprudence and legal treatises discussing civil law the contract consideration figure.	1.80	175.00	315.00
1/12/20	AEV	202	Draft memorandum regarding contract consideration.	1.70	175.00	297.50
1/13/20	ETF	202	Revise draft memo regarding contractual cause under PR civil code.	.60	210.00	126.00
1/13/20	IRH	202	Analysis of Regulation 5263 promulgated by the Highways and Transportation Authority.	.70	170.00	119.00

Bill #: 371135

February 5, 2020

1/13/20	IRH	202	Legal research regarding the Science, Technology, and Investigation Trust pursuant to include section regarding the same in memorandum on constitution of trusts.	1.20	170.00	204.00
1/13/20	IRH	202	Compile of legal research regarding the Science, Technology, and Investigation Trust to include the same in second draft of memorandum on trust constitution under Puerto Rico law.	.50	170.00	85.00
1/13/20	AEV	202	Review contract consideration memorandum in review of comments from E. Trigo.	.40	175.00	70.00
1/13/20	AEV	202	Exchange emails with the Supreme Court of Puerto Rico librarians regarding contract consideration references.	.10	175.00	17.50
1/14/20	HDB	209	Analyze draft adversary complaint by HTA to disallow certain bond claims.	1.80	305.00	549.00
1/14/20	HDB	210	Respond to queries from M. Firestein regarding summary judgment process and rules in Puerto Rico.	.20	305.00	61.00
1/14/20	IRH	202	Second draft of section on statutory trusts to include in memorandum.	1.10	170.00	187.00
1/15/20	HDB	222	Review Response to Debtor's Objection to Claim 23362, filed by Gladys Ana Roman Miro.	.10	305.00	30.50
1/15/20	IRH	202	Review of second draft of memorandum regarding constitution of trusts under Puerto Rico law.	1.30	170.00	221.00
1/16/20	AEV	215	Legal research on Spanish Commentators regarding contract consideration.	.90	175.00	157.50
1/17/20	ETF	201	Tel. conf. with Proskauer (M. Zerjal, M. Mervis and others) OMM regarding cash accounts analysis process.	.50	210.00	105.00
1/17/20	AEV	202	Revised memorandum regarding contract consideration in Puerto Rico.	2.90	175.00	507.50
1/20/20	HDB	208	Review Motion for Relief from the Automatic Stay in connection with HTA Bonds., filed by Assured, AMBAC, National and FGIC.	1.30	305.00	396.50
1/20/20	ETF	201	Email correspondence with E. Barak related to HTA's security Agreement.	.40	210.00	84.00
1/22/20	ETF	210	Revise PBA account review and matching of accounts.	.30	210.00	63.00
1/22/20	AEV	202	Analyze HTA enactment law regarding the corporations representation (.40); Review HTA Security Agreement (.20)	.60	175.00	105.00

Bill #: 371135

February 5, 2020

1/22/20	AEV	202	Legal research regarding corporate resolutions and authorized representation of a corporation.	2.10	175.00	367.50
1/22/20	AEV	202	Legal research on Puerto Rico jurisprudence regarding corporate resolutions (.80) Revise draft argument regarding HTA Security Agreement (1.90).	2.70	175.00	472.50
1/24/20	GMR	206	File the Unopposed Urgent Motion of the Financial Oversight and Management Board for Leave to Exceed Page Limit for Oppositions to the Proposed Amended PRIFA Lift Stay Motion, Amended HTA Lift Stay Motion, and CCDA Lift Stay Motion.	.20	185.00	37.00

TOTAL PROFESSIONAL SERVICES \$ 8,863.50

Less Discount \$ -886.35

NET PROFESSIONAL SERVICES: \$ 7,977.15

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	3.60	305.00	1,098.00
EMILIANO TRIGO FRITZ	5.30	210.00	1,113.00
CHRISTOPHER T. RIVERA	.30	180.00	54.00
IVETTE RODRIGUEZ	17.70	170.00	3,009.00
GABRIEL MIRANDA RIVERA	.20	185.00	37.00
ASTRID E. VELEZ	20.30	175.00	3,552.50
Total	47.40		\$ 8,863.50

TOTAL THIS INVOICE \$ 7,977.15

VOUCHER NO. _____

VENDOR NO. _____

O'NEILL & BORGES LLC

CHECK REQUEST

DATE January 17, 2020

TO THE ACCOUNTS PAYABLE CLERK: PLEASE PREPARE A CHECK

PAYABLE TO: Clerk USDC

AMOUNT: \$ 400.00

EXPLANATION: Filing Fees Complaint Objecting
to Defendants' Claims and Seeking Related Relief
20-00007

CHARGE TO:	CLIENT NUMBER	CLIENT MATTER
PROMESA	P 1 7 0 N 3	0 0 0 0

ACCOUNTING DEPARTMENT USE ONLY	
Out of Pocket #1100	General Ledger
Disb. Code _____	Ck. No. _____
Acct. No. _____	Ck. Date _____
Ck. No. _____	Acct. No. _____
Ck. No. _____	Acct. No. _____
Amount \$ _____	Acct. No. _____
	Amount \$ _____

*Please correct -
this should
be charged
to P1703-
=
new
matter.*

REQUESTED BY: Daniel Pén

APPROVED BY: [Signature]

O'NEILL & BORGES LLC

CLERK'S OFFICE - US DISTRICT COURTS

68522

DATE	INVOICE NUMBER	MEMO	BALANCE
01/17/2020	FF	RE: PROMESA	400.00
CHECK DATE	CHECK NUMBER		
01/17/2020	000068522		
		TOTAL	400.00

DOCUMENT CONTAINS INVISIBLE FLUORESCENT FIBERS AND CHEMICAL REACTIVE PROPERTIES

SECURE

PAPER CONTAINS TONER ADHESION PROTECTION, AND A METALLIC HOLE

O'NEILL & BORGES LLC
250 MUNOZ RIVERA AVENUE, SUITE 800
SAN JUAN, PUERTO RICO 00918-1813



Banco
Santander
Puerto Rico

101-234-215

CHECK NO.

CHECK DATE

VENDOR NO

PAY

Four Hundred and 00/100 Dollars

CHECK AMOUNT

000068522

01/17/2020

*****400.00

TO THE
ORDER
OF:

CLERK'S OFFICE - US DISTRICT COURTS

AUTHORIZED SIGNATURE

⑈068522⑈ ⑆021502341⑆ 009⑈259860⑈

Disb. Code _____

Ck. No. _____

Ck. Date _____

Court Name: District Court
Division: 1
Receipt Number: PRX100069245
Cashier ID: arodriqu
Transaction Date: 01/17/2020
Payer Name: ONEILL AND BORGES

CIVIL FILING FEE
For: ONEILL AND BORGES
Amount: \$400.00

PAPER CHECK CONVERSION
Remitter: ONEILL AND BORGES
Check/Money Order Num: 68522
Amt Tendered: \$400.00

Total Due: \$400.00
Total Tendered: \$400.00
Change Amt: \$0.00

20-007(LTS) NEW CASE FR: ONEILL AND BORGES

TOR

Case:20-00007-LTS Doc#:1 Filed:01/16/20 Entered:01/16/20 18:50:02 Desc: Main
Document Page 1 of 275

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO
RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY,

Debtor.¹

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO
RICO,

as representative of

PUERTO RICO HIGHWAYS AND
TRANSPORTATION AUTHORITY

and

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ALL TITLE III
DEBTORS (OTHER THAN COFINA AND
PBA),

Plaintiffs,²

PROMESA
Title III

Case No. 17-BK-3567-LTS
(Jointly Administered)

Adv. Proc. No. 20-____-LTS

PROMESA
Title III

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Pursuant to that certain *Stipulation and Agreed Order by and Among Financial Oversight and Management Board, Its Special Claims Committee, and Official Committee of Unsecured Creditors Related to Joint Prosecution of Causes Of Action of Puerto Rico Highways and Transportation Authority and Employees Retirement System of the*